

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

**Petition of Boston Edison Company
for Approvals Relating to the Assignment of
Purchase Power Agreements with
Ocean State Power and Ocean State Power II**

D.T.E. 04-68

**TRANSCANADA ENERGY LTD.'S PETITION FOR
LIMITED PARTICIPANT STATUS**

(August 30, 2004)

Pursuant to 220 C.M.R. 1.03(1), TransCanada Energy Ltd.

("TransCanada") hereby petitions the Department of Telecommunications and Energy (the "Department") for leave to participate in the above-captioned proceeding as a limited participant, as specified below. In support of its Petition, TransCanada states as follows:

1. TransCanada is a Canadian corporation with a principal place of business at Calgary, Alberta, 450 – 1st Street SW, T2P 5H1.
2. TransCanada and Boston Edison Company ("Boston Edison") are parties to a certain Purchase and Sale Agreement, dated June 23, 2004, (the "Purchase and Sale Agreement"), under which Boston Edison would assign to TransCanada its rights and obligations under two existing power purchase agreements with Ocean State Power and Ocean State Power II (the "OSP PPAs")

in exchange for certain payments by Boston Edison to TransCanada, as specified in the Purchase and Sale Agreement.

3. The Purchase and Sale Agreement resulted from Boston Edison's public auction, (conducted pursuant to the requirements of the Electric Industry Restructuring Act, St. 1997, c. 164 and Boston Edison's Restructuring Settlement approved in D.P.U./D.T.E. 96-23) of its various power purchase agreement entitlements (the "Boston Edison PPA Auction"), including the OPS PPAs.

4. Completion of the Purchase and Sale Agreement is contingent upon certain conditions being met, including Boston Edison Company's obtaining Department approval of the transaction.

5. On July 16, 2004, Boston Edison filed its "Petition of Boston Edison Company d/b/a NSTAR Electric for Approvals Relating to the Assignment of Power Purchase Agreements with Ocean State Power and Ocean State Power II" (the "Boston Edison Petition").

6. The Boston Edison Petition and its appendices describe the Boston Edison PPA Auction, the Purchase and Sale Agreement, and the expected benefits to Boston Edison customers that would result from Department approval of the Purchase and Sale Agreement and the related ratemaking treatment of its costs.

7. On August 12, 2004, the Department issued a Notice of Public Hearing and Procedural Conference with respect to the Petition. The Notice required all parties seeking to intervene or otherwise participate in D.T.E. 04-68. to submit petitions to this effect to the Department by September 3, 2004.

8. Pursuant to G.L. c. 30A, § 10, the Department may "allow any person showing that he may be substantially and specifically affected by the proceeding to intervene as a party in the whole or any portion of the proceeding, and allow any other interested person to participate by presentation of argument orally or in writing, or for any other limited purpose as the [Department] may order." *See also* 220 C.M.R. 1.03(1)(b).

9. As the counterparty to Boston Edison in the Purchase and Sale Agreement, and because the Purchase and Sale Agreement is contingent upon Department approval, TransCanada will be specifically and substantially affected by the outcome of the Boston Edison Petition.

10. TransCanada supports the request in the Boston Edison Petition for Department approval of the Purchase and Sale Agreement.

11. As a limited participant, TransCanada seeks to actively monitor the proceeding and to file briefs as appropriate.

12. TransCanada requests that all notices, testimony, pleadings and correspondence pertaining to this proceedings be directed to:

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Boston, MA 02110
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WHEREFORE, TransCanada respectfully requests that the Department allow its Petition for Limited Participant Status in this proceeding.

Respectfully submitted,
TransCanada Energy Ltd.

By its Counsel,


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Dated: August 30, 2004